

THE AMERICAN INSTITUTE OF ARCHITECTS

MISSOURI, INCORPORATED

BYLAWS

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**AMERICAN INSTITUTE OF ARCHITECTS – MISSOURI, INCORPORATED
BYLAWS**

ORGANIZATION

GENERAL PROVISIONS

Name. The name of this organization is American Institute of Architects – Missouri, Incorporated.

Related AIA Organizations. In these Bylaws the governing board of this Council is referred to as the “Board”; The American Institute of Architects is referred to as the “AIA”; and the AIA board of directors is referred to as the “AIA Board.”)

Objects. The objects of this Council shall be to promote and forward the objects of AIA within the assigned territory of this Council.

Domain. The domain of this Council shall be that territory described in its charter or otherwise established by AIA. The territory of this Council is described as follows: the state of Missouri.

Organization. This Council is a non-profit membership corporation¹ incorporated in the State of Missouri on May 18th, 1970.

Authority. This Council shall represent and act for AIA membership within the territory assigned to it under a charter issued by AIA. AIA and this Council may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that AIA and this Council execute a written agreement to that effect.

Conformity with AIA Policy. No act of this Council shall directly or indirectly nullify or contravene any act or policy of AIA. This Council shall cooperate with its state organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Council.

Affiliations. This Council may affiliate with any local organization of the construction industry operating within the territory of this Council that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Council will be promoted by such affiliation. Every affiliation must be authorized by the Board of Directors and shall be evidenced by a written agreement signed by the Council and the affiliated organization. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organization, membership, government and operations. No affiliated organization shall have any voice in the affairs of this Council nor shall it bind or obligate this Council to any policy or activity unless the Board of Directors has voted to be so bound or obligated. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

MEMBERSHIP

MEMBERSHIP

Categories of Membership. The membership of this Council shall consist of: the Architect, Associate, and International Associate members of AIA who have been assigned to the Council, or who have been admitted to unassigned membership in this Council; and the Allied and Affiliate members the Council may admit.

In these Bylaws, Architect and Associate members who have been assigned to this Council by AIA are referred to as “assigned members.” The term “unassigned member” shall refer to members assigned to other Councils who have been admitted to membership in this Council pursuant to these Bylaws.

Qualifications. This Council shall not establish qualifications in addition to, or which vary from, AIA’s policies for membership.

Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the Council and not in the territory of another Council. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Council may lower dues and/or assessments for such members as provided in these Bylaws.

Enrollment of Members. Every member assigned to or admitted by this Council shall be duly notified to that effect by this Council, and shall be enrolled by the Secretary as a member of this Council. New memberships will be announced at the next regular meeting of this Council and in the next issue of the Council’s official publication.

Annual Dues and Assessments. Every member of this Council shall pay the fixed annual dues and assessments of this Council.

Good Standing Defined. A member is not in good standing in this Council if and while in default of dues or other obligations to either this Council or AIA.

Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or whose membership is suspended or terminated by AIA, loses all rights in this Council and AIA, including any right to use the Council’s or AIA’s name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Council.

ASSIGNED MEMBERS

Assigned Members. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the AIA bylaws.

Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Council.

Termination. Assigned membership in this Council is terminated by the death of the member, resignation or termination of membership in AIA, reassignment of the member to another Council, or as otherwise provided in the AIA bylaws or these Bylaws.

Emeritus Members. A member who is granted Emeritus status in accordance with the AIA bylaws shall automatically become an Emeritus member of this Council. All rights, interests, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged unless otherwise provided in AIA's bylaws.

UNASSIGNED MEMBERS

Admission. This Council, without action by AIA, may admit to unassigned membership any Architect or Associate member assigned to another Council who applies for such membership in writing in the manner prescribed by the Board of Directors.

Rights and Privileges. Subject to whatever conditions AIA's bylaws may provide, an unassigned member shall be subject to all regulations and shall have all rights in this Council of an assigned member, except that an unassigned member shall not vote on matters described in these Bylaws, nor represent this Council as a delegate or otherwise at any meeting of AIA.

Termination. Unassigned membership in this Council is terminated by the death of the member and by resignation or termination of membership in AIA. The Board of Directors may terminate unassigned membership for indebtedness to the Council.

ALLIED AND AFFILIATE MEMBERS

Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in AIA's bylaws, including the use of the phrase "Allied Member of the AIA Missouri Council of the American Institute of Architects" to describe themselves. An Affiliate member in good standing:

- May serve as a member of any committee of this Council that does not perform any duty of the Board of Directors, but may not vote;
- May attend and speak but may not make motions or vote at any meeting of this Council;
- Shall not be eligible to serve as an officer or director or to chair a committee of this Council; and
- May not in any way use the name, initials, seal, symbol or insignia of this Council or of AIA.

Allied Members. Individuals not otherwise eligible for membership in AIA or the Council may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the Council believes will provide a meaningful contribution by reason of their employment or occupation.

Student Affiliates-Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Council.

Honorary Affiliates. A person of esteemed character who is otherwise ineligible for membership in AIA or this Council but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Council, may be admitted as an Honorary Affiliate member of this Council.

A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

In addition to the rights and privileges set forth above, Honorary Affiliate members of this Council may use the title "Honorary Affiliate of the AIA Missouri State Council and the member's related component," and shall not pay any admission fee or annual dues nor be subject to any assessment.

Termination. Allied or Affiliate membership is terminated by the death or resignation of the member, and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an Allied or Affiliate member for indebtedness as provided in Section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Council.

DUES, FEES AND ASSESSMENTS

ANNUAL DUES

Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15th of each year.

Amount of Annual Dues and Admission Fees. The Board of Directors may fix, before the end of any fiscal year and in accordance with timing and other requirements fixed by AIA, the annual dues to be paid by each category of member for the immediately succeeding fiscal year (and the amount of admission fees required of Allied or Affiliate members).

Hardship Dues Reduction. The Board or its designee may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the AIA Secretary and other affected components, the Council may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to AIA and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Council. Emeritus members who wish to receive mailings from the Council may be required to pay a fee in an amount determined by the Board of Directors.

ASSESSMENTS

Authority. This Council, by the concurring vote of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of its assigned members may levy an assessment on its Associate members and/or Allied or Affiliate members (other than Honorary Affiliate members). (The amount of the assessment on a member in any fiscal year shall not exceed the amount of the annual dues required to be paid by such member for that year.)

Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be sent to every member not less than thirty (30) days prior to the meeting of this Council at which the proposed assessment is to be voted on.

DEFAULT OF ANNUAL DUES AND ASSESSMENTS

Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

Assigned Members. If an assigned member is in default to AIA or this Council for nonpayment of dues and assessments, such membership shall be subject to termination.

Unassigned Members and Allied or Affiliates. If an unassigned member or Allied or Affiliate member is in default to this Council for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty (30) days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

COUNCIL RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

AIA

Delegates to AIA Meetings. This Council shall select the delegates to represent the assigned membership at AIA meetings from among the assigned members of this Council in the number prescribed in AIA's bylaws.

STATE ORGANIZATION

Delegates to State Convention. The assigned members in good standing of this Council shall be represented at meetings of its State Organization by delegates selected from among the assigned members of this Council in the number prescribed in the bylaws of the State Organization.

Representation on State Organization Board. The President or another member appointed by the Board of Directors shall be a representative of (the members of) this Council in the State Organization. At the annual meeting of this Council, the members in good standing of this Council shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent (the members of) this Council in the State Organization.

Nominations and Elections. The Officers of the Council shall consist of the President, Immediate Past President, President-Elect, Treasurer and Secretary. Nominations and elections of Council representatives to the State Organization board shall be made by each component in the fourth quarter. A nominating committee, appointed by the President, shall nominate at least one candidate for the incoming Secretary.

Term of Representatives. Each representative shall serve for the term of three (3) years, or until a successor is elected or appointed. Components manage their representatives on the state Council other than the state Council officers. A representative renew consecutive three (3) year term. The Board of Directors in unison with the related component shall name the successor of a representative for the unexpired term created by the representative's resignation, incapacity, or

unwillingness to serve, except that the Vice President shall serve in the case of President's resignation, incapacity, or unwillingness to serve.

SECTIONS

Establishment of Sections. This Council may establish Sections with the approval of the AIA Secretary and in accordance with the AIA's procedure.

COUNCIL MEETINGS

REGULAR, ANNUAL AND SPECIAL MEETINGS

The Board of Directors may adjust meeting logistics due force majeure.

Annual Meeting. This Council shall hold an annual meeting during the last half of the calendar year at such time as the Board of Directors may provide, for the purpose of recognition, communicating Council accomplishments, communicating Council financial position and conducting business as may be appropriate.

Regular Board Meetings. This Council shall hold five (5) regular meetings at a time and place fixed by the board. To accommodate in-person legislative visits, board meetings held during the legislative session shall be held in the place where the legislative activities are occurring.

Special Meetings. A special meeting of this Council may be called by the President or the majority of the Board of Directors and shall be called by the President at the written request of not less than two-thirds of the total number of this Council's members in good standing. The meeting communication must cite the purpose of the meeting. The Board shall call a Special Meeting for the purposes set out in the proposal within forth-five (45) days after the proposal is received. A notice of the meeting shall be communicated to every member using contact information provided by AIA records not less than thirty (30) calendar days before the date fixed for the meeting. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

NOTICE, QUORUM, MINUTES

Quorum at Meetings. At any board meeting of this Council more than 50% of the membership present, virtually or in-person and voting are entitled to vote shall constitute a quorum for the transaction of any business. At the annual meetings, more than forty members must be present. The members present may adjourn the meeting despite the absence of a quorum.²

Minutes of Meetings. Written minutes of every meeting of this Council, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be digitally signed or approved by the Secretary after they are approved at a subsequent meeting of the Council and thereafter filed in the Council's records.

DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

Majority Vote. Every decision at a meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these Bylaws.

Vote. The Council President may determine the voting method to be voice, standing vote, ballot, roll call or electronic.

Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Council.

Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

- Matters so designated elsewhere in these Bylaws.
- Elections of Representatives to the AIA Strategic Council, delegates to meetings of AIA and State Organization;
- Instructions to delegates;
- Any matters relating to membership;
- Dues and assessments for Architect members. Voting on such matters shall be limited to Architect members; or
- Other matters relating to the government, meetings, affiliations, budget and finances of AIA.

THE BOARD OF DIRECTORS

AUTHORITY OF BOARD OF DIRECTORS

Powers. The business of this Council shall be managed by the Board of Directors, which shall be composed of the officers (and directors) of this Council and shall exercise all authority, rights and powers granted to it by the laws of the State of Missouri, by the articles of incorporation, and by these Bylaws.

Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Council except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefor, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Council.

Delegation of Authority. Neither the Board of Directors nor any officer or director of this Council shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Council shall initiate or carry on any activity that may commit the Council to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

ELECTION OF OFFICERS AND DIRECTORS

Nominations. Nominations for each office and for each directorship of this Council about to become vacant may be made at the annual meeting from the floor. In addition, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the Board may select a nominating

committee to prepare and present to the members a slate or slates of candidates to be nominated for offices (and directorships).

Elections. The nominee for an office or directorship who receives majority of the ballots cast shall be elected thereto. If there is only one nominee for any office or directorship, the presiding officer may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise, the name of each nominee for each office (and each directorship) shall be placed by the presiding officer on ballots for voting by secret ballot.

TERMS OF OFFICE OF OFFICERS AND DIRECTORS

Term. All terms are to be three years. Each officer shall renew their three-year terms to complete through the Past President role.

Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by quorum majority vote of the members, or for cause by vote of the Board of Directors.

OFFICERS

Officers. The officers of this Council shall be the President, President-elect, Immediate Past President, Treasurer and Secretary.

The President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board of Directors. The President shall design the agenda for each Board meeting, and ensure Board deliberations are timely, fair, and thorough, but also efficient, focused, and limited in time.

President-elect. The Vice President/President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President. The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Council; prepare the budgets, collect amounts due this Council, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

The Treasurer shall make a written report to each annual meeting of this Council and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Council, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Council.

The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Council that requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Council the actual performance of any or all duties as Treasurer as long as the transaction is under \$1K.

The Treasurer shall not be personally liable for any loss of money or funds of this Council or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith and with reasonable care in conducting the usual business of the office.

The Secretary. The Secretary shall act as the recording and corresponding secretary of the Council and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Council, except property that is placed under the charge of the Treasurer; issue all notices of this Council; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Council, except as otherwise provided in these Bylaws; prepare the reports of the Board of Directors and this Council; in collaboration with the President, have charge of all matters pertaining to the meetings of this Council; and shall perform all other duties usual and incidental to the office.

The Secretary may delegate to an assistant secretary or other assistant employed by this Council the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Council, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairperson pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

MEETINGS OF THE BOARD OF DIRECTORS

Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third (1/3) of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

Meeting Requirements. Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute

presence in person at such a meeting. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

Quorum and Vote. A majority of the Board of Director number of seats filled shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board's [members/voting members] present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter approved by the Secretary and filed with the Council's records.

FINANCES

FINANCES

Budgets. Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Council for the immediately succeeding year.

Expenditure Limitations. No member, officer, director, committee, commission, employee or agent of the Council shall have any right, authority or power to expend any money of the Council, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Council to an expense or liability unless such expenditure, liability or commitment has been budgeted, authorized by the Board of Directors or a specific resolution at a meeting of the Council.

The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income unless approved by the board.

Fiscal Year. The fiscal year of this Council shall be a calendar year.

REAL AND PERSONAL PROPERTY

Authority. In order to carry on its affairs and exercise its powers this Council may acquire and dispose of real and personal property for its own use.

DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Council.

INSTITUTE PROPERTY INTERESTS

This Council shall not have any title to or interest in any property of AIA nor be liable for any debt or other obligation of AIA. AIA shall not have any title to or interest in the property of this Council, and AIA shall not be liable for any debt or other obligation of this Council.

GENERAL PROVISIONS

EXECUTIVE DIRECTOR

The administrative and executive offices of the Council shall be in the charge of the chief staff executive, who shall be by and report to the Board of Directors. The Executive Director shall be responsible for the administration of the affairs of the Council and such other duties as the Board of Directors may assign or as provided for by contract.

RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Council, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Council during the business hours fixed by the Board of Directors, by any member of this Council in good standing.

PARLIAMENTARY AUTHORITY

The rules contained in the most current version of Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Council and shall govern this Council, the Board of Directors, and the Council committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by this Council or by the Board of Directors.

LIABILITY, INDEMNIFICATION, AND INSURANCE

Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Council shall not be personally liable for its debts, obligations or liabilities.

Indemnification. If a director or officer of the Council is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Council, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

Insurance. The Board of Directors may authorize the purchase and maintenance by this Council of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Council as may protect them against any liability asserted against them in such capacity, whether or not this Council would have the power to indemnify such persons under applicable law.

DISSOLUTION

This Council shall be in perpetual existence but may be dissolved at any time by a two-thirds vote of the Board of Directors. Upon dissolution, all residual funds retained by this Council shall be surrendered to AIA and or the state components or as otherwise directed by the Council board, AIA or a governing body while remaining in accordance with applicable laws

and regulations. The Secretary and Treasurer shall make all final reports and accounting with AIA and any other governing bodies.

AMENDMENTS

AMENDMENTS AT MEETINGS OF THIS COUNCIL

Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Council by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than thirty (30) days prior to the date of the meeting.

Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds (2/3) of the assigned members of this Council who are present at the meeting to amend a bylaw relating to such assigned members.

AMENDMENTS BY THE BOARD OF DIRECTORS

Conformity with AIA's Bylaws. The Board of Directors, without action by a meeting of this Council, may amend any of these Bylaws as may be necessary for conformity with AIA's bylaws. These Bylaws, and any amendments to them, shall be forwarded to the AIA Secretary for review for conformity with AIA's bylaws.

Revised 9/22/2022

**ADDENDUM TO THE BYLAWS
AMERICAN INSTITUTE OF ARCHITECTS – MISSOURI, INCORPORATED
PREAMBLE**

As a requirement of charter granted by The American Institute of Architects (“AIA”) to the American Institute of Architects - Missouri (“Council”), this Addendum has been adopted by the Council pursuant to the Council’s Bylaws provisions for amendment, and is understood to be a part hereof as though included in the Council’s Bylaws. In the event of a conflict between this Addendum’s provisions and the Bylaws preceding, the terms of this Addendum shall govern.

MEMBERSHIP: GENERAL PROVISIONS

Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.

Architect members have full rights and privileges, including but not limited to the following:

To serve as voting members on section, chapter, and state boards.

To serve as a component or council officer.

Associate Members. Individuals admitted with limited voting status and privileges are called Associates. Unless otherwise provided, the term “Associate member(s)” in these Bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, however, International Associate members may not hold that title.

Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on council boards.

Notwithstanding any other provisions of these Bylaws, each component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of that council. Such council officers shall be included in the numerical limitations contained in Subsection (a) above with respect to Associates and International Associates Holding seats on council boards of directors.

Honorary Fellows, Honorary Members, and Allied Members. There are three categories of non-voting membership: Honorary Fellows, Honorary Members, and Allied Members.

Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate.

Good Standing. To be in good standing in AIA, members must have paid all dues and other obligations due to AIA and all of its AIA organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

Literature. Architect and Associate members in good standing shall have their names published shall receive the documents, periodicals, and literature from the Council to which they belong, under terms which the Council board shall fix.

Assignment by AIA. All AIA members assigned to a Component shall maintain membership in this Component.

Termination of Membership. Membership shall be terminated: (1) by resignation from AIA; (2) by default in payment of obligations to AIA or its Component or Council under the conditions prescribed in these Bylaws; (3) for violation of the Code of Ethics and Professional Conduct pursuant to the AIA bylaws; or (4) by the death of the individual in the membership.

Termination for default of this Council's dues will be initiated only on request of the Board.

DUES

Dues. Every assigned member shall, as a condition of membership in AIA, pay the fixed annual dues of this Component and Council.

Hardship Dues Reduction by the Component. The component, in exceptional circumstances and after consultation with AIA Secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

Dues Default. An assigned member failing to pay the dues owed to an assigned component and/or council shall be in default.

ORGANIZATION

Name. This Council shall adopt a name which shall include the phrase The American Institute of Architects either as a prefix or suffix. The name shall be subject to approval of AIA.

Representation of Council Members. This Council shall represent and act for its assigned membership under a charter issued to it by AIA.

Non-Conformity With AIA Policy. No act of this Council shall directly or indirectly nullify or contravene any act or policy of AIA.

Establishing Membership Qualifications. This Council shall not establish qualifications for membership that vary from AIA's.

Establishing Categories of Membership. This Council shall not establish or maintain categories of membership other than as set forth in the AIA bylaws.

Limiting Membership Rights. The Council may not limit the rights or privileges of any category of membership as set forth in the AIA Bylaws. The Council shall permit assigned members to participate in the affairs of the Council to the fullest extent permitted in the AIA bylaws.

Consistency with AIA Bylaws. The Council shall adopt bylaws consistent with AIA's bylaws.

Council Reorganization. Should the executive committee of any Council fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of AIA may, after calling the attention of the executive committee to the delinquency, notify each member of this Council and invite a reorganization of this Council.

Dissolution of Councils. AIA may withdraw or suspend this Council's charter, whereupon the organization shall cease to be a Council of AIA, but such withdrawal shall not be made until and unless this Council has been offered an opportunity to be heard in the matter.

Property Interests of Councils. The Council shall not have any title to, nor interest in, any property of AIA nor be liable for any debt or other pecuniary obligation of AIA. AIA shall not have any title to, nor interest in, the property of any Council unless the AIA board and this Council agree otherwise in writing, and AIA shall not be liable for any debt or other obligation of any Council. AIA and a Council are not agents for each other unless they so agree in writing.

Centralized Membership Database and Dues Collection. The Council shall participate with AIA in a centralized membership database and dues collection system that shall provide for 1) collection of all Council and national dues, and 2) unified membership record keeping.

Residency Requirements for Council Officers. The Council may provide in these Bylaws that a Council officer to reside or maintain a principal place of business within the geographic territory assigned to this Council by AIA during the period the officer serves as a Council officer.

MEETINGS OF THE AIA

State Delegates. Each state organization chartered by AIA, including state-wide chapters functioning as state organizations, may be represented at a meeting of AIA by one state delegate, who shall be an Architect member.

Member Delegates. This Council may be represented by member delegates at a meeting of AIA on the following basis:

Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

In certain states, there may be both a state organization and local chapters. Where the state organization in such a state has formed one or more sections, the state organization shall be entitled to member delegates based upon the number of members in good standing within the territory of the section(s) who are assigned to the state organization. (Members of sections formed by local chapters in that state shall be apportioned to the local chapters, and shall not be included in determining the number of member delegates to which the state organization is entitled.)

This Council shall select this Council's representatives to serve as member delegates in the manner prescribed in this Council's bylaws.

Accreditation of Delegates. The President or Secretary shall certify the selection and identity of the member delegates from this Council and present to each one a credential card furnished by AIA.

Revised 9/22/2022